JUL 2 7 2004

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SEC Potential persons who are to respond to the collection of information 1972 (6-contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005

Estimated average burden hours per response... 1

JUL & 9 2004)

POCESSED

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

| SEC USE ONLY | | | | | |
|--------------|---------|--------|--|--|--|
| Prefix | | Serial | | | |
| DAT | E RECEI | VED | | | |
| | | | | | |

| Name of Offering ([change.) iN1 | | | ent and name ha | as changed, an | d indicate | eleborute: |
|----------------------------------|----------------|---------------------|-----------------------|---------------------|------------------|------------|
| Filing Under (Checkapply): | k box(es) that | [] <u>Rule 504</u> | [X] Rule 505 | [] <u>Rule 506</u> | [] Section 4(6) | []ULOE |
| Type of Filing: [X] | New Filing [|] Amendmen | t | | | |
| | A. I | BASIC IDENT | IFICATION DAT | Г А | 04039156 | |

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.) iNTELLISHARE, LLC

 \sim

| *************************************** | |
|--|---|
| Address of Exe Telephone Nur | cutive Offices (Number and Street, City, State, Zip Code) mber (Including Area Code) |
| INTELLISHARI | E, LLC |
| PMB 383 40 East Chicag | ao Avenue |
| Chicago, Illino | |
| Telephone: | (312) 545-6604 |
| Telephone Num | cipal Business Operations (Number and Street, City, State, Zip Code) nber (Including Area Code) n Executive Offices) |
| INTELLISHARI PMB 383 | ≣, LLC |
| 40 East Chicag Chicago, Illino | |
| Telephone: | (312) 545-6604 |
| Brief Descriptio | n of Business |
| technology pla deliver educati Job Training (independent, s at his/her own | RE, LLC is an Application Service Provider (ASP) that will own the tform that allows customers to create, administer, warehouse, maintain and ional content for schools as well as realistic interactive simulations of On-the-OJT). This technology will allow users to access multiple-application, imultaneous, interactive on-line training sessions in which each user proceeds speed. This is accomplished in a secure environment that ensures privacy individuals, schools and companies. |
| Type of Busines | ss Organization |
| [] corporation | [] limited partnership, already formed [X] other (please specify |
| [] business tru | ist [] limited partnership, to be formed Limited Liability Compa |
| Application confidence of the confidence and the confidence of the | Month Year |
| | ated Date of Incorporation or Organization: [1]0] [9]5] [X]Actual []Estin ncorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for Stat CN for Canada; FN for other foreign jurisdiction) [1][L] |
| GENERAL INS | TRUCTIONS |
| GENERAL INS | INCOTIONS |

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

| Check Box(es) that Apply: | [N/A] Promoter [X] | Beneficial Owner | [X] Executive Officer | [X] Director [N/A] | General and/or Managing Partner | | |
|---------------------------|---------------------------|---------------------|--|--------------------|--|--|--|
| | | | parameter de la company de | | robbiographic review (gr | | |
| Full Name (Last r | name first, if individual |) Koskinen, | Robin | | | | |

| Business or Res | idence | Address (Num | ber and Street, | City, | State, Zip Code | 9) | autoria (non constante de la c |
|---|---------|---------------------|---|---|--|---|--|
| iNTELLISHARE PMB 383 40 East Chicago Chicago, Illinois | o Avei | | | | | | |
| Telephone: | (312) (| 545-6604 | | | | | |
| Check Box(es) ti Apply: | hat | [] Promoter [) | (] Beneficial Owner | a upomición ato parameter |] Executive Officer | [] Director [|] General and/or Managing Partner |
| Full Name (Last | name | first, if individua | | parangapan | | er e e e e e e e e e e e e e e e e e e | ing processing court for the love of the little of the lit |
| Nancy Amicang | gelo | | | | | | |
| Business or Res | idence | Address (Num | ber and Street, | City, | State, Zip Code | 3) | Sign Side Protection Professional American States and Side Side Side Side Side Side Side Sid |
| 50 E. Bellevue i Chicago, IL 606 | | Apt. 1603 | | | | | |
| Check Box(es) to Apply: | hat | [] Promoter [|] Beneficial Owner | ecocor on escretarion en |] Executive Officer | [] Director [|] General and/or Managing Partner |
| Full Name (Last | name | first, if individua | il) | Advers de ce acception | ian ia alakuta menasa integigi o mpi manta minimi mina tan e nimen ma kepingan ametapa ini seri | nach last op een militärisen on merinamatataan on militärisen on militärisen on o | construction of the constr |
| Business or Res | idence | Address (Num | ber and Street, | City, | State, Zip Code | 3) | Bentaman (An Orange Austral Ann Ann An An An Ann An An An An An An |
| Check Box(es) the Apply: | hat | [] Promoter [|] Beneficial Owner | [|] Executive Officer | [] Director [|] General and/or Managing Partner |
| Full Name (Last | name | first, if individua | o talenda de la companya de la comp La companya de la companya del la company | TTERN, WORK STERROCKERS | ati Aleken eta artikala et ela artikologia eta artikologia eta artikologia eta eta artikologia eta eta artikologia | 99 ggada 1821 99 qaaan 1990 49 ac ee ee ee Too oo ah 1922 2022 gan ah ee ee ee ah ah ee ee ah ah ee ee ah ah e | এবনে কার্যারিক ক্ষিত্রতারের কার্যাক্ষিক ক্ষেত্রতার কার্যাক্ষিক কর্মান ক্রমান কর্মান কর্মান কর্মান কর্মান ক্রমান ক্রমান ক্রমান কর্মান কর্মান কর্মান কর্মান ক্রমান কর্মান কর্মান কর্মান কর্মান কর্মান ক |
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| Full Name (Last | name | first, if individua | aa saanaan ka saa ah ka saa ah Il | *************************************** | catherin account is an authorism owner of Atherway and the constitute of the contract of the c | क्ष्माना क्षेत्राचित्रकार वाच्यां विकास कार्या करणा विकास करणा विकास कार्या विकास विकास कार्या कार्या विकास का | rapentar entre su puesta de contra presidente de transportante de transportante de transportante de transportan |
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| Check Box(es) ti Apply: | hat | [] Promoter [|] Beneficial Owner | [|] Executive Officer | [] Director [|] General and/or Managing Partner |

| Full N | ame (Las | st name | first, if i | ndividua | al) | | | | 4,000,000 | | 22.22.22.22.22.22.22.22.22.22.22.22.22. | • |
|------------------------------|---|---|------------------------------------|----------------------------------|--|--|---|--|---|--|--|----------------------------|
| Busine | ess or Re | esidenc | e Addre | ss (Num | ber and | Street, 0 | City, Stat | e, Zip Co | ode) | *************************************** | en e | × |
| Check Apply: | Box(es) | that | []Pro | moter [|] Benefi Owner | | []Exe | ecutive icer | [] [| irector [|] Gener Manag Partne | jing |
| Full Na | ame (Las | st name | first, if i | ndividua | al) | er v triskik konstitut kredere vaktit e en oorr | en e | ###################################### | igenanistristicensistris paavat ee paavat ee ee paavat ee | The second of the United States | gani telebiti pada site i Angabakan kengabakan dal | • |
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| | the issug? | er sold, | | | | | | | ed investo | | S | Yes No [] [X] |
| 2. Wh | at is the i | minimui | | | | | | • | der ULO dual? | | | \$50,000 |
| | | | | | | • | | - | | | | Yes No |
| with sa broker or dea | ales of se or deale | ecurities er regist ere than | s in the o ered wit five (5) | offering. h the SE persons | If a pers EC and/o to be lis | on to be or with a sted are | listed is state or associat | an asso states, lis ed perso | urchaser ciated pe st the nar ns of suc | rson or a | agent of a e broker | a , |
| Full N | ame (Las | st name | first, if i | ndividua | ıl) | None | , | | | | | |
| Busine | ess or Re | sidenc | e Addre | ss (Num | ber and | Street, 0 | City, Stat | e, Zip Co | ode) | | *************************************** | • |
| Name | of Assoc | ciated B | roker or | Dealer | oke delikanske still kryppag och til trescanca bli sti | Here and the contract of the c | 40000 Accessors Accessors (************************************ | accidence indicates and control of the section of t | CONTRACTOR | JAGORANSSON ON PROPERTY STATES | Kilanocasillikilasootaaliinkii hooneen hiin Yoneesii eh | • |
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| [MT] | [NE] | [NV] | [NH] | [NJ] | [MM] | - | [NC] | [ND] | [OH] | [OK] | | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [VV] | [WI] | [WY] | [PR] |
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| Name | of Assoc | ciated B | roker or | Dealer | TOP OF MET AND THE VICE AND ADDRESS SHOPE | ST O LONG PROPERTY OF THE COLOR | errinnings co. v een jalan voorbegaan voorsteliksense | andinggo, control of the state | ************************************** | L. SANDLE TO THE PROPERTY OF THE PARTY OF TH | 29,000 .000,009,009,000,0 00,000,000,000,000,000 | * |
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|--|-------------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|
| Full Name (Last name first, if individual) | | | | | | | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) | | | | | | | | | | | | |
| Name | Name of Associated Broker or Dealer | | | | | | | | | | | |
| States | in Whic | h Perso | n Listed | Has So | licited or | Intends | to Solici | t Purcha | sers | 770 | | |
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

^{1.} Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

| | Aggregate | |
|--|-------------|-----------|
| | Offering | Already |
| Type of Security | Price | Sold |
| Debt | \$0 | \$0 |
| Equity | \$1,800,000 | \$150,000 |
| [🗶] Common [] Preferred | | |
| Convertible Securities (including warrants) | \$ 0 | \$0 |
| Partnership Interests | \$0 | \$0 |
| Other (Specify). | \$0 | \$0 |
| Total | \$1,800,000 | \$150,000 |
| Answer also in Appendix, Column 3, if filing under ULOE. | | |

| purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | | |
|--|--------------------------------------|--|
| Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. | Number Investors 3 0 N/A | Aggregate Dollar Amount of Purchases \$150,000 \$0 \$N/A |
| 3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. | | |
| Type of offering | Type of Security | Dollar Amount Sold |
| Rule 505 | N/A | \$0 |
| Regulation A | N/A | \$0 |
| Rule 504 | N/A | \$0 |
| Total | N/A | \$0 |
| 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. | | |
| Transfer Agent's Fees | - |] \$0 |
| Printing and Engraving Costs | - |] \$0 |
| Legal Fees | | X]\$5,000 |
| Accounting Fees | |] \$0 |
| Engineering Fees | |] \$0 |
| Sales Commissions (specify finders' fees separately) | _ |] \$0 |
| Other Expenses (identify) | _ |] \$0 V1 \$5 000 |
| Total | į. | X]\$5,000 |
| b. Enter the difference between the aggregate offering price given in response to Pa Question 1 and total expenses furnished in response to Part C - Question 4.a. This c is the "adjusted gross proceeds to the issuer." | | \$1,795,000 |

2. Enter the number of accredited and non-accredited investors who have

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

| | | Payments to Officers, Directors, & Affiliates | Payments To Others |
|---|---|--|--------------------------|
| Salaries and fees | | [X] \$1,449,000 | []\$0 |
| Purchase of real estate | | []\$0 | []\$0 |
| Purchase, rental or leasing and installation of machi and equipment | • | []\$0 | []\$0 |
| Construction or leasing of plant buildings and facilities | | []\$0 | []\$0 |
| Acquisition of other businesses (including the value securities involved in this offering that may be used exchange for the assets or securities of another iss pursuant to a merger) | []\$0 | []\$0 | |
| Repayment of indebtedness | | []\$0 | []\$0 |
| Working capital | | [] \$0 | [X] \$37,800 |
| Other (specify): Expenses related to sales of produc | | [] \$ 0 | [X]\$118,800 |
| Legal, accounting and consulting expenses Payment Materials | s to others [X]\$32,800 | []\$0 | [X] \$156,600 |
| Column Totals | | [X] \$1,449,000 | [X] \$346,000 |
| Total Payments Listed (column totals added) | | [X]\$1 | ,795,000 |
| D. FEDERAL SIGNAT | TURE | entraj entra sentrago, sentra transcontrato de un sentraçõe de sentra se | ecramorragia |
| The issuer has duly caused this notice to be signed by the this notice is filed under Rule 505, the following signature to furnish to the U.S. Securities and Exchange Commission information furnished by the issuer to any non-accredited Rule 502. | constitutes an undertakin on, upon written request o | g by the issu f its staff, the | ier e |
| Issuer (Print or Type) | Signature / | Date | |
| INTELLISHARE, LLC | SL-34 _ | _ 7. | 26-04 |
| Name of Signer (Print or Type) | itle of Signer (Print or Typ | e) | |
| Robin Koskinen | President | | 444 |

ATTENTION Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)